

Timothy S. McFadden (TSM 9650)
LOCKE LORD BISSELL & LIDDELL LLP
111 South Wacker Drive
Chicago, Illinois
Telephone: (312) 443-0370
Facsimile: (312) 443-0336

-and-

Kevin J. Walsh (KJW 6083)
LOCKE LORD BISSELL & LIDDELL LLP
885 Third Avenue, 26th Floor
New York, NY 10022-4802
Tel: (212) 947-4700
Fax: (212) 947-1202

Attorneys for Methode Electronics, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
	:
	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <i>et al.</i> ,	: Case No. 05-44481 (RDD)
	:
	: (Jointly Administered)
Debtors.	:
-----	X

**OBJECTION OF METHODE ELECTRONICS, INC. TO DEBTOR'S NOTICE OF
ASSUMPTION WITH RESPECT TO CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES TO BE ASSUMED OR ASSUMED TO DIP HOLDCO 3, LLC
UNDER MODIFIED PLAN OF REORGANIZATION**

Methode Electronics, Inc. and its affiliates ("Methode"), by its undersigned counsel,
hereby submits this Objection (the "Objection") to the Debtor's Notice of Assumption With
Respect to Certain Executory Contracts and Unexpired Leases to be Assumed or Assumed and
Assigned Under Modified Plan of Reorganization (the "DIP Holdco Assignment Notice"). In
support of this Objection, Methode respectfully represents as follows:

I.
INTRODUCTION

1. On October 8, 2005 (the “Petition Date”), the above-captioned debtors (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

2. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. No trustee or examiner has been appointed in these chapter 11 cases.

4. An official committee of unsecured creditors (the “Committee”) was appointed on or about October 17, 2005.

II.
OBJECTION

5. The DIP Holdco Assignment Notice is unclear as it fails to identify clearly which contract documents between the Debtors and Methode are intended to be assumed and assigned. For instance, the DIP Holdco Assignment Notice refers to fewer contracts and purchase orders than those that currently exist between the Debtors and Methode. To the extent that the Debtors intend to assume and assign contracts that are not listed, the DIP Holdco Assignment Notice makes no provision for cure of unpaid invoices. To the extent that contracts are listed in the DIP Holdco Assignment Notice, they appear to understate the amounts owed to Methode.

6. Methode is working to determine the extent to which defaults exist with respect to the contracts listed in the DIP Holdco Assignment Notice to which Methode is the contract counterparty. Such defaults may exist during the prepetition and postpetition periods. Since all prepetition and postpetition defaults must be cured pursuant to section 365 of the Bankruptcy

Code, Methode files this objection to preserve its rights and further reserves its right to supplement this Objection if necessary.

WHEREFORE, Methode respectfully requests that the Court (a) sustain the Objection and (b) grant such other further relief as is just and proper.

Dated: Chicago, Illinois
August 6, 2009

Respectfully submitted,

/s/ Timothy S. McFadden
Timothy S. McFadden (TSM 9650)
LOCKE LORD BISSELL & LIDDELL LLP
111 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 443-0370
Facsimile: (312) 443-0336

Kevin J. Walsh (KJW 6083)
LOCKE LORD BISSELL & LIDDELL LLP
Three World Financial Center
New York, NY 10281-2101
Telephone: (212) 415-8600
Facsimile: (212) 303-2754

ATTORNEYS FOR METHODE ELECTRONICS, INC.

CERTIFICATE OF SERVICE

The undersigned, an attorney, does hereby certify that a true and correct copy of **OBJECTION OF METHODE ELECTRONICS, INC. TO DEBTOR'S NOTICE OF ASSUMPTION WITH RESPECT TO CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED OR ASSUMED TO DIP HOLDCO 3, LLC UNDER MODIFIED PLAN OF REORGANIZATION**, was served upon the parties below on this 6th day of August, 2009 as indicated below:

BY HAND DELIVERY

Honorable Robert D. Drain
United States Bankruptcy Judge
One Bowling Green
Room 632
New York, New York 10004

Skadden, Arps, Slate, Meagher & Flom LLP
(Attention: John Wm. Butler, Jr. And Ron E. Meisler)
155 North Wacker Drive
Chicago, Illinois 60606

Skadden, Arps, Slate, Meagher & Flom LLP
(Attention: Kayalyn A. Marafioti And Gregory W. Fox)
Four Times Square
New York, New York 10036

The Office Of The United States Trustee For The Southern District Of New York
(Attention: Brian Masumoto)
33 Whitehall Street
Suite 2100
New York, New York 10004

Counsel For The Official Committee Of Unsecured Creditors
Latham & Watkins LLP
(Attention: Robert J. Rosenberg, Mark A. Broude, And Mitchell A. Seider)
885 Third Avenue
New York, New York 10022

Counsel For The Agent Under The Postpetition Credit Facility
Davis Polk & Wardwell
(Attention: Donald Bernstein And Brian Resnick),
450 Lexington Avenue
New York, New York 10017

Counsel For The Tranche C Collective
Willkie Farr & Gallagher LLP
(Attention: Richard Mancino And Marc Abrams),
787 Seventh Avenue
New York, New York 10019

Counsel For The United States Department Of The Treasury
Cadwalader, Wickersham & Taft LLP
(Attention: John J. Rapisardi And Oren B. Haker)
One World Financial Center
New York, New York 10281

Counsel For The United States Department Of Justice
(Attention: Matthew L. Schwartz And Joseph N. Cordaro)
86 Chambers Street
3rd Floor
New York, New York 10007

Counsel For General Motors Corporation
Weil, Gotshal & Manges LLP
(Attention: Jeffrey L. Tanenbaum And Robert J. Lemons)
767 Fifth Avenue
New York, New York 10153

Counsel For Parnassus Holdings II, LLC
Schulte Roth & Zabel LLP
(Attention: Adam C. Harris And David J. Karp)
919 Third Avenue
New York, New York 10022

BY OVERNIGHT DELIVERY

Delphi Corporation
(Attention: General Counsel)
5725 Delphi Drive
Troy, Michigan 48098
Counsel To The Debtors

By: /s/ Timothy S. McFadden
Timothy S. McFadden